

**United States Bankruptcy Court**  
**Northern District of California**

In re      **Doyle D. Heaton,**  
**Mary K. Heaton**

Case No. **10-40297**

Debtors

Chapter **11**

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>3</b>	<b>11,955,000.00</b>		
B - Personal Property	<b>Yes</b>	<b>12</b>	* <b>7,331,630.96</b>		
C - Property Claimed as Exempt	<b>Yes</b>	<b>1</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>14</b>		<b>13,228,027.95</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>66,435.89</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>7</b>		<b>118,661,304.00</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>3</b>			
I - Current Income of Individual Debtor(s)	<b>Yes</b>	<b>1</b>			<b>60,198.00</b>
J - Current Expenditures of Individual Debtor(s)	<b>Yes</b>	<b>2</b>			<b>60,185.00</b>
Total Number of Sheets of ALL Schedules		<b>46</b>			
			<b>Total Assets</b>	<b>19,286,630.96</b>	
					<b>Total Liabilities</b>
					<b>131,955,767.84</b>

\*\* Includes assets held in Trust that do not constitute property of the Debtors' estate, but are included herein for disclosure purposes only.

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297**Debtors**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>Cash</b>	J	<b>6,860.00</b>
		<b>DRG Builders paycheck dated 12/31/09 (not yet deposited)</b>	H	<b>8,450.65</b>
		<b>CitiMortgage refund for payoff overpayment</b>	J	<b>240.67</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>See Attachment B2 hereto for details</b>	H	<b>303,465.69</b>
		<b>See Attachment B2 hereto for details</b>	W	<b>147,185.71</b>
		<b>See Attachment B2 hereto for details</b>	J	<b>2,175.72</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.		<b>Miscellaneous household goods and furnishings located at 2960 Cherry Lane, Walnut Creek, CA</b>	J	<b>30,000.00</b>
		<b>Miscellaneous household goods and furnishings located at 12916 Falcon Point Pl., Truckee, CA</b>	J	<b>20,000.00</b>
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.		<b>Miscellaneous clothing located at 2960 Cherry Lane, Walnut Creek, CA</b>	J	<b>12,000.00</b>
7. Furs and jewelry.		<b>Miscellaneous jewelry located at 2960 Cherry Lane, Walnut Creek, CA</b>	J	<b>5,000.00</b>
8. Firearms and sports, photographic, and other hobby equipment.		<b>2 shotguns, 2 hunting rifles</b>	H	<b>7,000.00</b>
				<b>Sub-Total &gt; 542,378.44</b>
				(Total of this page)

5 continuation sheets attached to the Schedule of Personal Property

In re           **Doyle D. Heaton,  
Mary K. Heaton**

Case No. 10-40297

## Debtors

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.		<b>Wachovia / Wells Fargo Investments IRA Account No. xxxx-0397</b>	H	<b>69,911.97</b>
		<b>Northrim Bank Roth IRA Account No. xxxx-xx3927</b>	W	<b>6,000.00</b>
		<b>Delco Builders and Developers, Inc. Profit Sharing Plan</b>	H	<b>1,822,585.50</b>
		<b>Cash surrender value in Cigna whole life insurance policy No. 1976471 held under the Delco Builders and Development, Inc. Profit Sharing Plan</b>	H	<b>139,732.94</b>
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>Wachovia / Wells Fargo Investments Stock Account No. xxxx-0455</b>	H	<b>24,391.97</b>
		<b>Wachovia / Wells Fargo Investment Stock Account No. xxxx-6352</b>	W	<b>11,337.46</b>
		<b>Cimarex Energy Stock - 1700 Lincoln Street, Ste 1800 Denver, CO</b>	J	<b>38,800.00</b>
14. Interests in partnerships or joint ventures. Itemize.		<b>48% membership interest in Adobe Partners, LLC. See Attachment B14 for a description of assets.</b>	H	<b>0.00</b>
		<b>90% interest in Cherry Lane Associates, L.P. See Attachment B14 for a description of assets.</b>	H	<b>0.00</b>
		<b>** 29.958% membership interest in Clover DHDA, LLC. See Attachment B14 for a description of assets. (included in the Debtor's equity is a note assigned to Wells Fargo Bank in the amount of \$825,000)</b>	H	<b>.....\$.....!( \$00,000</b>

\*\* Estimated future value in two to three years assuming that land entitlement process moves forward and real estate values recover

**Sub-Total > 3,112,759.84**  
(Total of this page)

Sheet 1 of 5 continuation sheets attached  
to the Schedule of Personal Property

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297**Debtors**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>20% membership interest in Corona Road Associates, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>100% interest in Delco Builders and Developers, Inc. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>51% membership interest in DG&amp;H Developers, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>45% membership interest in DRG Builders, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>100% membership interest in HWR, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>100% membership interest in Mardel, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>* *20% membership interest in Oak Brook Partners II, LLC. See Attachment B14 for a description of assets.</b>	<b>H.....) \$\$\$\$\$!') \$,\$000.00</b>	
		<b>90% membership interest in Petaluma Ventures, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>100% interest in SCG Builders, Inc. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>95% membership interest in Sonoma-Napa Partners, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>18.388% membership interest in Walden Park Associates, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>51% membership interest in Washington Associates, LLC. See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>
		<b>51% membership interests in Windsor Lofts, LLC (to be dissolved). See Attachment B14 for a description of assets.</b>	<b>H</b>	<b>0.00</b>

\*\*Estimated value depending on outcome of pending arbitration proceedings and disposition of property.

Sub-Total > **50,000.00**  
(Total of this page)Sheet **2** of **5** continuation sheets attached  
to the Schedule of Personal Property

Case: 10-40297 Doc# 69 Filed: 02/23/10 Entered: 02/23/10 11:20:46 Page 4 of 28

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors****SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Note Receivable - Antinori Development, LLC in the principal amount of \$1,476,830 (Obligor subject of pending Chapter 7 case)</b>	H	<b>0.00</b>
		<b>Note Receivable - Josephine Parc, LLC in the principal amount of \$603,126.22 (Obligor subject of pending Chapter 7 case)</b>	H	<b>0.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
**20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		<b>Doyle D. Heaton and Mary K. Heaton Irrevocable Trust dated May 28, 1991. See Attachment B20 for a description of Trust Assets</b>	J	<b>1,103,927.38</b>
**The Trusts listed herein and the assets of such Trusts do not constitute property of the Debtors' estate, but are provided here for disclosure purposes only.		<b>Heaton Family Revocable Trust Dated February 6, 1986. See Attachment B20 for a description of Trust Assets</b>	J	<b>28,200.78</b>
		<b>Doyle D. Heaton Alaska Trust dated September 24, 2008. See Attachment B20 for a description of Trust Assets</b>	H	<b>649,099.57</b>
		<b>Mary K. Heaton Alaska Trust dated September 24, 2008. See Attachment B20 for a description of Trust Assets</b>	W	<b>239,764.95</b>
		<b>Doyle D. Heaton Qualified Personal Residence Trust Walnut Creek dated November, 2008. See Attachment B20 for a description of Trust Assets</b>	H	<b>425,000.00</b>
		<b>Mary K. Heaton Personal Qualified Residence Trust Walnut Creek dated November, 2008. See Attachment B20 for a description of Trust Assets</b>	W	<b>425,000.00</b>

Sub-Total > **2,870,992.68**  
(Total of this page)Sheet 3 of 5 continuation sheets attached  
to the Schedule of Personal Property

Case: 10-40297 Doc# 69 Filed: 02/23/10 Entered: 02/23/10 11:20:46 Page 5 of 28

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors****SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Doyle D. Heaton Qualified Personal Residence Trust Truckee dated September 24, 2008. See Attachment B20 for a description of Trust Assets</b>	<b>H</b>	<b>690,000.00</b>
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		<b>Class B, California Contractor's License No. 386387</b>	<b>H</b>	<b>Unknown</b>
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>1997 Lexus LX450 located at 12916 Falcon Pl. Truckee, CA</b>	<b>J</b>	<b>5,000.00</b>
		<b>2003 Lexus LX470 located at 2960 Cherry Lane, Walnut Creek, CA</b>	<b>J</b>	<b>9,000.00</b>
		<b>2004 Toyota Sienna located at 2960 Cherry Lane, Walnut Creek, CA</b>	<b>J</b>	<b>10,000.00</b>
		<b>2005 Lexus SC430 located at 2960 Cherry Lane, Walnut Creek, CA</b>	<b>J</b>	<b>29,500.00</b>
26. Boats, motors, and accessories.		<b>2004 17' Lund Boat and trailer</b>	<b>J</b>	<b>12,000.00</b>
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
Sub-Total > (Total of this page)				<b>755,500.00</b>

Sheet 4 of 5 continuation sheets attached  
to the Schedule of Personal Property

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297**Debtors**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
**35. Other personal property of any kind not already listed. Itemize.		<b>Financial accounts for the benefit of Debtors' children. See Attachment B35 for details.</b>	-	<b>0.00</b>

\*\* The accounts listed on Attachment B35 were created for the benefit of the Debtors' minor children over 20 years ago and do not constitute property of the Debtors' estate. This information is provided for disclosure purposes only.

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>7,337,630.96</b>

Sheet 5 of 5 continuation sheets attached  
to the Schedule of Personal Property

(Report also on Summary of Schedules)

Bank Name	Account Type	Contact Person Name	Street Address	City	State	Zip Code	Telephone Number	Fax Number	Account Number	Account Balance
<b>DOYLE D. HEATON</b>										
Wells Fargo Bank	Checking	Doug Palmer	2001 N. Main Street, Suite 410	Walnut Creek	CA	94596	925-296-3605	866-494-2760	xxxx-xx8037	957.17
Wells Fargo Bank	Checking	Doug Palmer	2001 N. Main Street, Suite 410	Walnut Creek	CA	94596	925-296-3605	866-494-2760	xxxx-xx7729	0.00
Bank of Marin	Money Market	Linda Steidle	504 Redwood Blvd, Ste 100	Novato	CA	94947	415-884-5342	415-884-4754	xxx2920	1,835.03
Charles Schwab	Money Market	Douglas Kaminski	100 Pringle Ave Ste 100	Walnut Creek	CA	94596	925-974-6904	925-974-2929	xxxx-9175	1,084.09
City National Bank	Secured CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx1334	0.00
Heritage Bank	Checking	Cathy Raty	300 Main Street	Pleasanton	CA	94566	925-314-2894	925-314-2899	xxxxx3252	0.07
Northrim Bank	Checking	Nicole Jones	PO Box 241489	Anchorage	AK	99524-1489	907-261-3582	907-261-4611	xxxxx48483	274,462.40
Northrim Bank	Performance Index	Nicole Jones	PO Box 241489	Anchorage	AK	99524-1489	907-261-3582	907-261-4611	xxxxx9100	25,126.93
										<b>303,465.69</b>
<b>MARY K. HEATON</b>										
Northrim Bank	(Antiques) Checking	Nicole Jones	PO Box 241489	Anchorage	AK	99524-1489	907-261-3582	907-261-4611	xxxxx7117	13,979.56
Northrim Bank	Checking	Nicole Jones	PO Box 241489	Anchorage	AK	99524-1489	907-261-3582	907-261-4611	xxxxx7067	108,001.20
Northrim Bank	CD	Nicole Jones	PO Box 241489	Anchorage	AK	99524-1489	907-261-3582	907-261-4611	xxxxx9261	5,158.30
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx9373	13,066.60
City National Bank	PERSONAL Savings	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx3884	3,635.36
Wells Fargo Bank	PERSONAL (Dance Acct)	Doug Palmer	2001 N. Main Street, Suite 410	Walnut Creek	CA	94596	925-296-3605	866-494-2760	xxxx-xx8888	-50.00
Wells Fargo Bank	PERSONAL (Antiques Acct)	Doug Palmer	2001 N. Main Street, Suite 410	Walnut Creek	CA	94596	925-296-3605	866-494-2760	xxxx-xx8367	2,638.17
Wells Fargo Bank	PERSONAL Savings	Doug Palmer	2001 N. Main Street, Suite 410	Walnut Creek	CA	94596	925-296-3605	866-494-2760	xxxx-xx3311	756.52
										<b>147,185.71</b>
<b>JOINT ACCOUNT</b>										
Bank of America	Checking	n/a	PO Box 37176	San Francisco	CA	94137-0178	925-682-4644		xxxxx-x2190	1,031.62
Bank of America	Savings	n/a	PO Box 37176	San Francisco	CA	94137-0178	925-682-4644		xxxxx-x2749	1,144.10
										<b>2,175.72</b>

**AMENDED** Attachment B14 – Assets Owned by Partnerships or Joint Ventures

**Adobe Partners, LLC:**

Description: Developer of Technology Lane Business Center (20 office/warehouse condominiums in Petaluma, CA). Estimated fair market value is approximately \$3,000,000.

Project Status: Construction of building is mostly completed. 9 of 20 units have been sold.

Lender: Central Pacific Bank. Current loan balance is approximately \$3,038,328. Project is currently in foreclosure proceedings.

**Cherry Lane & Associates, Ltd.**

Description: Developer of various residential real estate projects.

Project Status: No current active projects

Lender: No secured loans outstanding

**Clover DHDA LLC**

Description: Developer of Riverdale ranch raw land parcels in Cloverdale, CA. 200+/- potential new homes. Estimated fair market value is approximately \$5,200,000.

Project Status: Project is currently seeking development approvals from City of Cloverdale.

Lender: Seller financing. **\$5,925,000** approximately outstanding.

**Corona Road Associates LLC**

Description: Developer of Corona Road raw land parcels in Petaluma, CA. 40+/- potential new homes. Developer of N. McDowell Blvd raw land parcel in Petaluma, CA. Estimated fair market value is approximately \$4,300,000.

Project Status: Project is currently seeking development approvals from City of Petaluma.

Lender: Bank of Marin \$4,454,924 approximately outstanding on Corona Road parcels.  
Exchange Bank \$353,594 approximately outstanding on N. McDowell Blvd parcel.

**Delco Builders & Developers, Inc.**

Description: Operator of a homebuilding company

10% membership interest in Cherry Lane Associates, LLC

10% membership interest in Petaluma Ventures, LLC

5% membership interest in Sonoma-Napa Partners, LLC

Project Status: No current active projects

Lender: No loans outstanding

**DG & H Developers LLC**

Description: Developer of American Way raw land parcels in Windsor, CA.

Project Status: Raw land, no construction started. Estimated fair market value is approximately \$1,600,000.

Lender: Bank of Marin \$1,525,807 approximately outstanding.

**AMENDED** Attachment B14 – Assets Owned by Partnerships or Joint Ventures

**DRG Builders Inc.**

Description: Operator of a homebuilding company

Project Status: Five currently active development projects owned by Mardel LLC, Sonoma-Napa  
Partners, LLC, HWR, LLC and Southgate Partners, LLC

Lender: No loans outstanding

**HWR LLC**

Description: Developer of Highland Trail residential development in Hayward, CA.

Project Status: 7 of 10 homes constructed, 5 sold. Estimated fair market value is approximately  
\$2,550,000.

Lender: First Republic Bank \$4,801,593 approximately outstanding

**Mardel LLC**

Description: Developer of Southgate phases 2&3 residential development in Petaluma, CA  
(138 homes) and Seven Hills residential development in Castro Valley, CA (16  
homes).

100% membership interest in Del Nova, LLC

75% membership interest in Southgate Partners, LLC

Project Status: Southgate: 55 homes completed, 49 sold. Estimated fair market value for the  
Southgate II is \$4,400,000 and for Southgate III is \$5,200,000.

Seven Hills: 8 homes completed, 8 under construction, 12 sold. Estimated fair  
market value for Seven Hills is approximately \$5,100,000.

Lender: Wells Fargo Bank \$20,887,930 approximately outstanding – Southgate 2&3  
(secured)

Wells Fargo Bank \$4,509,836 approximately outstanding – Seven Hills (secured)

**Oak Brook Partners II LLC**

Description: Developer of ABBA self storage facility in Concord, CA

Project Status: Construction of the project is completed. Litigation is currently underway  
between certain partners. Estimated fair market value for the facility is  
approximately \$7,000,000. (This project is in the process of being appraised and  
the value is subject to a settlement pending with various partners).

Lender: Wells Fargo Bank \$6,490,000 approximately outstanding

**Petaluma Ventures, LLC**

Description: Owns six residential rental properties.

Lenders: America's Servicing Company and Aurora Loan Services with second deeds of  
trust secured by property to Heritage Bank and Wells Fargo Bank.

**AMENDED** Attachment B14 – Assets Owned by Partnerships or Joint Ventures

**SCG Builders Inc.**

Description: General contracting entity for Heaton-related developments  
.96785 membership interest in Walden Park Associates, LLC  
2% membership interest in Adobe Partners, LLC

Project Status: Five currently active development projects owned by Mardel LLC, Sonoma-Napa  
Partners, LLC, HWR, LLC and Southgate Partners, LLC

Lender: No loans outstanding

**Sonoma-Napa Partners, LLC**

Description: Developer of Oak Leaf Ranch residential development in Napa, CA (45 homes)  
and Glennview residential development in Santa Rosa, CA (49 homes).

Project Status: Oak Leaf Ranch: 26 homes completed, 4 under construction, 22 sold  
Glennview: 23 homes completed, 22 sold. Estimated fair market value is  
approximately \$6,400,00 for Oak Leaf Ranch and approximately \$1,600,000 for  
Glennview.

Lender: Wells Fargo Bank \$8,706,854 approximately outstanding – Oak Leaf Ranch  
(secured)

Wells Fargo Bank \$5,838,704 approximately outstanding – Glennview (secured)

**Southgate Partners LLC**

Description: Developer of Southgate phase 1residential development in Petaluma, CA (78  
homes)

Project Status: 5 homes completed, 65 sold. Estimated fair market value is approximately  
\$2,000,000.

Lender: Wells Fargo Bank \$2,972,965 approximately outstanding (secured)

**Walden Park Associates, LLC**

Description: Developer of the Walden Park residential development in Walnut Creek, CA (65  
townhomes)

Project Status: project is approved by the City of Walnut Creek. No construction has started.  
Estimated fair market value is approximately \$12,000,000

Lender: First Republic Bank \$9,500,000 approximately outstanding

**Washington Associates, LLC**

Description: Formed for Washington projects.

Project Status: None

Lender: None

**Windsor Lofts LLC**

Description: Possible future developer of American property presently in DG&H Developers  
LLC.

Project Status: None

Lender: None

Attachment B20 - Trust Assets \*

**DOYLE D. HEATON AND MARY K. HEATON IRREOVABLE TRUST DATED MAY 28, 1991**

Property	Policy No.	Net Cash Surrender Value
Lincoln Financial Survivorship Life Insurance Policy	2717585	\$ 231,941.57
Lincoln Financial Survivorship Life Insurance Policy	2716934	\$ 548,967.87
Lincoln Financial Survivorship Life Insurance Policy	JF5046052	\$ 323,017.94
		\$ 1,103,927.38

**HEATON FAMILY REVOCABLE TRUST DATED FEBRUARY 6, 1986**

HELD BY	Account No.	Amount
US Bank	1-534-0076-3022	\$ 28,200.78
<b>TOTAL</b>	<b>\$ 28,200.78</b>	

**DOYLE D. HEATON ALASKA TRUST DATED SEPTEMBER 24, 2008**

HELD BY	Account No.	Amount
Federated US Treasury Cash Reserves Fund #125	\$ 420,534.19	
Northrim Principal MM Acct	\$ 171,973.35	
Northrim Income MM Acct	\$ 8,591.03	
133 Parks, LLC	\$ 1.00	
<b>TOTAL</b>	<b>\$ 601,099.57</b>	

REAL PROPERTY OWNED BY 133 PARKS, LLC	ADDRESS	CITY	APN	1st Trust Deed	Fair Market Value	Secured Debt First	Secured Debt Second	TOTAL SECURED DEBT	% Interest Owned
	A23 Denali View Dr.	State of Alaska	N/A	N/A	\$ 48,000.00	\$ -	\$ -	\$ -	100%
					\$ 48,000.00	\$ -	\$ -	\$ -	100%

**MARY K. HEATON ALASKA TRUST DATED SEPTEMBER 24, 2008**

HELD BY	Account No.	Amount
Federated US Treasury Cash Reserves Fund #125	\$ 60,000.82	
Northrim Principal MM Acct	\$ 178,618.60	
Northrim Income MM Acct	\$ 1,145.53	
<b>TOTAL</b>	<b>\$ 239,764.95</b>	

**DOYLE D. HEATON QUALIFIED PERSONAL RESIDENCE TRUST WALNUT CREEK**

HELD BY	ADDRESS	CITY	APN	1st Trust Deed	Fair Market Value	Secured Debt First	Secured Debt Second	TOTAL SECURED DEBT	% Interest Owned
Heaton Enterprises I, LLC	2960 Cherry Lane	Walnut Creek, CA 94597	148-160-016-9-00	Heritage Bank	\$ 850,000.00	\$ 787,000.00	\$ -	\$ 787,000.00	50%
					\$ 850,000.00	\$ 787,000.00	\$ -	\$ 787,000.00	

**MARY K. HEATON QUALIFIED PERSONAL RESIDENCE TRUST WALNUT CREEK**

HELD BY	ADDRESS	CITY	APN	1st Trust Deed	Fair Market Value	Secured Debt First	Secured Debt Second	TOTAL SECURED DEBT	% Interest Owned
Heaton Enterprises II, LLC	2960 Cherry Lane	Walnut Creek, CA 94597	148-160-016-9-00	Heritage Bank	\$ 850,000.00	\$ 787,000.00	\$ -	\$ 787,000.00	50%
					\$ 850,000.00	\$ 787,000.00	\$ -	\$ 787,000.00	

**DOYLE D. HEATON QUALIFIED PERSONAL RESIDENCE TRUST TRUCKEE**

HELD BY	ADDRESS	CITY	APN	1st Trust Deed	Fair Market Value	Secured Debt First	Secured Debt Second	TOTAL SECURED DEBT	% Interest Owned
Heaton Enterprises III, LLC	12916 Falcon Point Pl	Truckee, CA	45-110-09-000	Bank of America	\$ 800,000.00	\$ 271,519.00	\$ -	\$ 271,519.00	55%
Heaton Enterprises III, LLC	12972 Muhlbach Way	Truckee, CA	45-510-30-000	Anthony & Angela	\$ 250,000.00	\$ 239,489.00	\$ -	\$ 239,489.00	100%
					\$ 1,050,000.00	\$ 511,008.00	\$ -	\$ 511,008.00	

\* The Trusts listed herein and the assets of such Trusts do not constitute property of the Debtors' estate, but are provided here for disclosure purposes only.

Accounts Created Under the Uniform Gift to Minors Act											
Bank Name	Account Type	Contact Person Name	Street Address	City	State	Zip Code	Telephone Number	Fax Number	Account Number	Account Balance	
<b>SEAN HEATON'S ACCOUNTS</b>											
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx8869	18,654.64	
<b>CHAD HEATON'S ACCOUNTS</b>											
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx0109	57,613.86	
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx9407	24,939.34	
<b>GREGG HEATON'S ACCOUNTS</b>											
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx9393	32,442.55	
City National Bank	CD	Jane McKelvie	10801 West Charleston Blvd, Ste 250	Las Vegas	NV	89135	702-952-4485	702-952-4437	xxxxx8478	31,487.85	
										165,138.24	

The accounts listed herein were created for the benefit of the Debtors' minor children over 20 years ago and do not constitute property of the estate. This information is provided here for disclosure purposes only.

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297**

Debtors

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R  H	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T  H	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		1st Trust Deed  Rental Property located at 8172 Locust Pl., Dublin, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 430,000.00				231,490.00	0.00
Account No.		1st Trust Deed  Rental Property located at 8192 Locust Pl., Dublin, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 430,000.00				231,490.00	0.00
Account No.		1st Trust Deed  Rental Property located at 640 Casella Way, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 360,000.00				313,783.00	0.00
Account No.		1st Trust Deed  Rental Property located at 684 Casella Way, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 360,000.00				313,783.00	0.00
13 continuation sheets attached						Subtotal (Total of this page)	1,090,546.00
							0.00

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		1st Trust Deed  Rental Property located at 719 Yorkshire, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 360,000.00				313,783.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1479 Woodside Circle, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 400,000.00				177,382.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1473 Woodside Circle, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 400,000.00				177,382.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1475 Woodside Circle, Petaluma, CA					
America's Servicing Company PO Box 69768 Los Angeles, CA 90060-0768	H	Value \$ 400,000.00				177,382.00	0.00
Account No.		1st Trust Deed  Rental Property located at 7094 Wineberry Way, Dublin, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 430,000.00				239,309.00	0.00
Sheet <u>1</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>1,085,238.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		1st Trust Deed  Rental Property located at 8203 Mulberry Pl., Dublin, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 430,000.00				239,309.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1100 Riverpine Circle, Petaluma, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 390,000.00				168,924.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1104 Riverpine Circle, Petaluma, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 390,000.00				260,309.00	0.00
Account No.		1st Trust Deed  Rental Property located at 1477 Woodside Circle, Petaluma, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 400,000.00				159,757.00	0.00
Account No.		1st Trust Deed  Rental Property located at 18 Village Square Pl., Petaluma, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ 510,000.00				300,719.00	0.00
Sheet <u>2</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>1,129,018.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLI QUID ATE D	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			C ON T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.		1st Trust Deed  Rental Property located at 22 Village Square Pl., Petaluma, CA					
Aurora Loan Services PO Box 78111 Phoenix, AZ 85062-8111	H	Value \$ <b>510,000.00</b>				<b>300,719.00</b>	<b>0.00</b>
Account No.		1st Trust Deed  Rental Property located at 1916 Belgrave Dr., Petaluma, CA					
Bank of America PO Box 60875 Los Angeles, CA 90060-0875	H	Value \$ <b>360,000.00</b>				<b>289,650.24</b>	<b>0.00</b>
Account No.		UCC-1  Debtor's interest in Corona Road Associates, LLC					
Bank of Marin 504 Redwood Blvd. Suite 100 Novato, CA 94947	H	Value \$ <b>0.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		UCC-1  Debtor's interest in Adobe Partners, LLC					
Bank of Marin 504 Redwood Blvd. Suite 100 Novato, CA 94947	H	Value \$ <b>0.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		1st Trust Deed  Vacant lot located at 2962 Cherry Lane, Walnut Creek, CA					
Bank of Marin 504 Redwood Blvd. Suite 100 Novato, CA 94947	J	Value \$ <b>475,000.00</b>				<b>579,167.00</b>	<b>104,167.00</b>
Sheet <u>3</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>1,169,536.24</b>	<b>104,167.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>2nd Trust Deed</b>  Vacant lot located at 2962 Cherry Lane, Walnut Creek, CA					
<b>Bank of Marin 504 Redwood Blvd. Suite 100 Novato, CA 94947</b>	H					<b>298,857.00</b>	<b>298,857.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 8110 Locust Pl., Dublin, CA					
<b>CitiMortgage PO Box 6006 The Lakes, NV 88901-6006</b>	H					<b>233,991.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 8211 Mulberry Pl., Dublin, CA					
<b>CitiMortgage PO Box 6006 The Lakes, NV 88901-6006</b>	H					<b>223,794.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 713 Yorkshire, Petaluma, CA					
<b>Countrywide Home Loans PO Box 10219 Van Nuys, CA 91410-0219</b>	H					<b>312,159.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 715 Yorkshire, Petaluma, CA					
<b>Countrywide Home Loans PO Box 10219 Van Nuys, CA 91410-0219</b>	H					<b>313,033.00</b>	<b>0.00</b>
Sheet <u>4</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>Subtotal (Total of this page)</b>	<b>1,381,834.00</b>
							<b>298,857.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>UCC-1</b>  30% of the Debtor's interest in Adobe Partners, LLC					
Exchange Bank 545 Fourth Street Santa Rosa, CA 95401	H	Value \$ <b>0.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 718 Anza Ct., Walnut Creek, CA					
First Horizon Bank PO Box 809 Memphis, TN 38101-0809	H	Value \$ <b>540,000.00</b>				<b>376,456.00</b>	<b>0.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 640 Casella Way, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ <b>360,000.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 684 Casella Way, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ <b>360,000.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 708 Casella Way, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ <b>360,000.00</b>				<b>Unknown</b>	<b>Unknown</b>
Sheet <u>5</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>376,456.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 712 Casella Way, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ 360,000.00				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 1100 Riverpine Circle, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ 390,000.00				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 1104 Riverpine Circle, Petaluma, CA					
First Republic Bank 1400 Civic Drive Walnut Creek, CA 94596	H	Value \$ 390,000.00				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 713 Yorkshire, Petaluma, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 360,000.00				<b>175,000.00</b>	<b>127,159.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 715 Yorkshire, Petaluma, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 360,000.00				<b>175,000.00</b>	<b>128,033.00</b>
Sheet <u>6</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>350,000.00</b>	<b>255,192.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 8172 Locust Pl., Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ <b>430,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 8192 Locust Pl., Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ <b>430,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 7094 Wineberry Way, Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ <b>430,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 8203 Mulberry Pl., Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ <b>430,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 8110 Locust Pl., Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ <b>430,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Sheet <u>7</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>875,000.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		2nd Trust Deed  Rental Property located at 8211 Mulberry Pl., Dublin, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 430,000.00				175,000.00	0.00
Account No.		2nd Trust Deed  Rental Property located at 1729 Sapling #B, Concord, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 230,000.00				175,000.00	12,954.00
Account No.		2nd Trust Deed  Rental Property located at 1731 Sapling #A, Concord, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 230,000.00				175,000.00	12,940.00
Account No.		2nd Trust Deed  Rental Property located at 1479 Woodside Circle, Petaluma, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 400,000.00				175,000.00	0.00
Account No.		2nd Trust Deed  Rental Property located at 1473 Woodside Circle, Petaluma, CA					
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	Value \$ 400,000.00				175,000.00	0.00
Sheet <u>8</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			875,000.00	25,894.00

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLI QUID ATE D	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.							
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	2nd Trust Deed  Rental Property located at 1475 Woodside Circle, Petaluma, CA					
		Value \$ <b>400,000.00</b>				<b>175,000.00</b>	<b>0.00</b>
Account No.							
Heritage Bank 300 Main Street Pleasanton, CA 94566	H	2nd Trust Deed  Rental Property located at 718 Anza Ct., Walnut Creek, CA					
		Value \$ <b>540,000.00</b>				<b>160,000.00</b>	<b>0.00</b>
Account No.							
Meadow Creek Group, LLC 333 Civic Drive Pleasant Hill, CA 94523	H	UCC-1  Debtor's interest in Washington Associates, LLC (to be dissolved).					
		Value \$ <b>0.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.							
Michael J. Goldfarb Enterprises, LLC 600 University Street Suite 2912 Seattle, WA 98101	C	UCC-1  Debtor's interest in Antinori Development, LLC			X		
		Value \$ <b>Unknown</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.							
Sonoma Walden 2009 LLC 520 Mendocino Avenue Suite 250 Santa Rosa, CA 95401-5284	H	2nd Trust Deed  Rental Property located at 1916 Belgrave Dr., Petaluma, CA					
		Value \$ <b>360,000.00</b>				<b>Unknown</b>	<b>Unknown</b>
Sheet <b>9</b> of <b>13</b> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>335,000.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>2nd Trust Deed</b>  Rental Property located at 719 Yorkshire, Petaluma, CA					
<b>Sonoma Walden 2009 LLC 520 Mendocino Avenue Suite 250 Santa Rosa, CA 95401-5284</b>	H	Value \$ <b>360,000.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 1729 Sapling #B, Concord, CA					
<b>Wachovia Mortgage 2525 Corporate Place Suite 250 Monterey Park, CA 91754</b>	H	Value \$ <b>230,000.00</b>				<b>67,954.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 1731 Sapling #A, Concord, CA					
<b>Wachovia Mortgage 2525 Corporate Place Suite 250 Monterey Park, CA 91754</b>	H	Value \$ <b>230,000.00</b>				<b>67,940.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 1632 Oak Park Blvd., Pleasant Hill, CA					
<b>Washington Mutual Bank PO Box 78148 Phoenix, AZ 85062-8148</b>	H	Value \$ <b>540,000.00</b>				<b>433,000.00</b>	<b>0.00</b>
Account No.		<b>1st Trust Deed</b>  Rental Property located at 1636 Oak Park Blvd., Pleasant Hill, CA					
<b>Washington Mutual Bank PO Box 78148 Phoenix, AZ 85062-8148</b>	H	Value \$ <b>540,000.00</b>				<b>429,022.00</b>	<b>0.00</b>
Sheet <b>10</b> of <b>13</b> continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)			<b>997,916.00</b>	<b>0.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR  H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			<b>1st Trust Deed</b>  Rental Property located at 1640 Oak Park Blvd., Units A & B, Pleasant Hill, CA				
Washington Mutual Bank PO Box 78148 Phoenix, AZ 85062-8148	H		Value \$ <b>540,000.00</b>			<b>431,951.00</b>	<b>0.00</b>
Account No.			<b>1st Trust Deed</b>  Rental Property located at 708 Casella Way, Petaluma, CA				
Washington Mutual Bank PO Box 78148 Phoenix, AZ 85062-8148	H		Value \$ <b>360,000.00</b>			<b>314,118.00</b>	<b>0.00</b>
Account No.			<b>1st Trust Deed</b>  Rental Property located at 712 Casella Way, Petaluma, CA				
Washington Mutual Bank PO Box 78148 Phoenix, AZ 85062-8148	H		Value \$ <b>360,000.00</b>			<b>316,412.71</b>	<b>0.00</b>
Account No.			<b>LOC Security</b>  Rental Property located at 1632 Oak Park Blvd., Pleasant Hill, CA				
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Floor San Francisco, CA 94108	H		Value \$ <b>540,000.00</b>			<b>416,667.00</b>	<b>309,667.00</b>
Account No.			<b>LOC Security</b>  Rental Property located at 1636 Oak Park Blvd., Pleasant Hill, CA				
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	H		Value \$ <b>540,000.00</b>			<b>416,667.00</b>	<b>305,689.00</b>
Sheet <u>11</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)		<b>1,895,815.71</b>	<b>615,356.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNL IQU IDA TE D	DISP UTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		<b>LOC Security</b>  Rental Property located at 1640 Oak Park Blvd., Units A & B, Pleasant Hill, CA					
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	H	Value \$ <b>540,000.00</b>				<b>416,667.00</b>	<b>308,618.00</b>
Account No.		<b>UCC-1</b>  Debtor's interest in Mardel, LLC					
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	X H	Value \$ <b>0.00</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>UCC-1</b>  99% of the Debtor's interest in Oak Brook Partners II, LLC					
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	X H	Value \$ <b>Unknown</b>				<b>Unknown</b>	<b>Unknown</b>
Account No.		<b>LOC Security</b>  Rental Property located at 1477 Woodside Circle, Petaluma, CA					
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	H	Value \$ <b>400,000.00</b>				<b>416,667.00</b>	<b>176,424.00</b>
Account No.		<b>LOC Security</b>  Rental Property located at 18 Village Square Pl., Petaluma, CA					
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	H	Value \$ <b>510,000.00</b>				<b>416,667.00</b>	<b>207,386.00</b>
Sheet <u>12</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>Subtotal (Total of this page)</b>	<b>1,250,001.00</b>
							<b>692,428.00</b>

In re **Doyle D. Heaton,  
Mary K. Heaton**Case No. **10-40297****Debtors**,
**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLIQ UIDATE D	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Wells Fargo Bank Attn: Ryan Stark 600 California Street, 19th Street San Francisco, CA 94108	H		LOC Security  Rental Property located at 22 Village Square Pl., Petaluma, CA					
			Value \$ <b>510,000.00</b>				<b>416,667.00</b>	<b>207,386.00</b>
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Sheet <u>13</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)			<b>416,667.00</b>	<b>207,386.00</b>
				Total (Report on Summary of Schedules)			<b>13,228,027.95</b>	<b>2,199,280.00</b>

United States Bankruptcy Court  
Northern District of California

Doyle D. Heaton  
~~Mary K. Heaton~~  
In re Mary K. Heaton

Debtor(s)

10-40297  
Case No. 10-40297  
Chapter 11

**DECLARATION CONCERNING DEBTOR'S AMENDED SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing amended summary and amended schedules, consisting of 22 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 2/22/10

Signature Doyle D. Heaton

Debtor

Date 2/22/10

Signature Mary K. Heaton

Joint Debtor

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*